

SOUTH JERSEY INDUSTRIES INC  
Form 8-K  
May 02, 2011

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report  
April 28, 2011  
(Date of earliest event reported)

SOUTH JERSEY INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

New Jersey  
(State of incorporation)

1-6364  
( Commission File Number)

22-1901645  
(IRS employer identification no.)

1 South Jersey Plaza, Folsom, New Jersey 08037  
(Address of principal executive offices, including zip code)

(609) 561-9000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

The board of directors of South Jersey Industries, Inc. ("SJI") amended SJI's bylaws (Article II, Section 2.1) to decrease the size of the board of directors from 11 to 9 members at its April 28, 2011 board meeting. A copy of amended bylaws are attached hereto as Exhibit 3.1 and are hereby incorporated by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders

Our annual meeting of shareholders was held on April 28, 2011. The proposals voted upon at the annual meeting, as well as the voting results for each proposal, including the numbers of votes cast for, against or withheld, and the number of abstentions and broker non-votes, are set forth below.

- Proposal 1: Election of Board of Director's three nominees as Class III directors and three nominees as Class I directors, all with terms expiring in 2012. All nominees were elected by the shareholders.

Class III directors (term expiring 2012) were elected as follows:

|                      | For        | Withheld  | Broker Non-Vote |
|----------------------|------------|-----------|-----------------|
| Victor A. Forkiewicz | 22,249,143 | 143,466   | 7,491,214       |
| Edward J. Graham     | 21,190,682 | 1,201,927 | 7,491,214       |
| Shahid Malik         | 22,214,153 | 178,456   | 7,491,214       |

Class I directors (term expiring 2012) were elected as follows:

|                       | For        | Withheld  | Broker Non-Vote |
|-----------------------|------------|-----------|-----------------|
| Keith S. Campbell     | 21,339,847 | 1,052,762 | 7,491,214       |
| Walter M. Higgins III | 22,237,692 | 154,917   | 7,491,214       |
| Joseph H. Petrowski   | 22,249,558 | 143,051   | 7,491,214       |

- Proposal 2: Advisory vote on the Company's executive compensation. The shareholders approved this proposal.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 21,374,183 | 511,379       | 507,046     | 7,491,215        |

- Proposal 3: Advisory vote on frequency of future advisory votes on executive compensation.

| 3 Years   | 2 Years | 1 Year     | Abstentions | Broker Non-Votes |
|-----------|---------|------------|-------------|------------------|
| 2,809,822 | 390,518 | 18,634,669 | 557,849     | 7,490,965        |

- Proposal 4: The appointment of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending December 2011. Shareholders approved this proposal.

| Votes For  | Votes Against | Abstentions | Broker Non-Votes |
|------------|---------------|-------------|------------------|
| 25,845,120 | 1,094,453     | 91,442      | 2,852,808        |

Item 9.01 Financial Statements and Exhibits

| (d)         | Exhibits   |
|-------------|--|
| Exhibit No. | Description  |
| <u>3.1</u>  | Bylaws of South Jersey Industries, Inc. as amended and restated through April 28, 2011 |

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SOUTH JERSEY INDUSTRIES, INC.

Date: May 2, 2011

By: /s/ David A. Kindlick  
David A. Kindlick  
Vice President & Chief Financial Officer